

RECORDATION NO. 25933-A FILED

OCT 31 '05 10-55 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

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October 31, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: Warehouse 25th Funding

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale and Assignment and Assumption Agreement, dated as of October 20, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement being filed with the Board under Recordation Number _____.

The names and addresses of the parties to the enclosed document are:

Buyer/Assignee: Trinity Rail Leasing Trust II
2525 Stemmons Freeway
Dallas, Texas 75207

Seller/Assignor: Trinity Industries Leasing Company
2525 Stemmons Freeway
Dallas, Texas 75207

Mr. Vernon A. Williams
October 31, 2005
Page 2

A description of the railroad equipment covered by the enclosed document
is:

335 railcars:

TILX 005829 – TILX 005843
TILX 191878 – TILX 191977
TILX 192078 – TILX 192177
TILX 192333 – TILX 192352
TILX 200311 – TILX 200345
TILX 400818 – TILX 400823
TILX 636299 – TILX 636357

A short summary of the document to appear in the index is:

Bill of Sale and Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$33.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

**BILL OF SALE
AND ASSIGNMENT AND ASSUMPTION AGREEMENT**

OCT 3 1 '05

10-55 AM

TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation ("TILC"), in consideration of the Purchase Price set forth on Schedule A and other good and valuable consideration given by TRINITY RAIL LEASING TRUST II, a Delaware business trust (the "Company"), under the Asset Contribution and Purchase Agreement (the "Asset Contribution and Purchase Agreement") dated as of June 27, 2002 as amended and restated by and between TILC and the Company, at or before the execution and delivery of these presents, and receipt of which is hereby acknowledged, does hereby (i) grant, bargain, sell, transfer, assign and set over unto the Company and its successors and assigns all right, title, and interest of TILC, in and to (x) certain Railcars set forth on Exhibit A and (y) any Leases related thereto set forth on Exhibit B and (ii) assign all of its right, title and interest in and to all warranties or representations made or given to TILC with respect to the Railcars by the manufacturer thereof. The Company hereby assumes, and agrees it is unconditionally bound in respect of, as of the date hereof, all duties and obligations of TILC under the Leases.

To have and to hold all and singular the rights to the Railcars and the Leases to the Company and its successors and assigns for their own use and behalf forever.

And TILC hereby warrants to the Company and its successors and assigns that, at the time of delivery of the Railcars and the assignment and assumption of the Leases, TILC has legal and beneficial title thereto and good and lawful right to sell the Railcars and to assign the Leases, and the Railcars and the Leases are free and clear of all Liens (other than Permitted Liens); provided, however, that TILC covenants that it will defend forever such title to the Railcars and the Leases against the demands or claims of all Persons whomsoever (including, without limitation, the holders of such Permitted Liens) based on claims arising as a result of, or related or attributable to, acts, events or circumstances occurring prior to the delivery of the Railcars and the assignment of the Leases by TILC hereunder. Notwithstanding the provisions above and its and the Company's intent that TILC grant, bargain, sell, transfer, assign and set over to the Company all right, title and interest of TILC in the Railcars and the Leases, as a precaution only, in the event of any challenge to this Bill of Sale as being in the nature of an absolute sale or assignment rather than a financing, TILC hereby also grants the Company a security interest in the Railcars and the Leases. Such grant of a security interest does not constitute an admission or acknowledgment that the transactions contemplated by the Asset Contribution and Purchase Agreement provide that this Bill of Sale and Assignment Agreement is other than a grant, bargain, sale, transfer, assignment and set over to the Company of all right, title and interest of TILC in the Railcars and the Leases.

Terms used herein with initial capital letters and not otherwise defined shall have the respective meanings given thereto in the Asset Contribution and Purchase Agreement.

THIS BILL OF SALE AND ASSIGNMENT AND ASSUMPTION AGREEMENT SHALL BE GOVERNED BY THE LAWS OF THE STATE OF NEW YORK, INCLUDING ALL MATTERS OF CONSTRUCTION, VALIDITY AND PERFORMANCE (INCLUDING SECTION 5-1401 AND 5-1402 OF THE NEW YORK GENERAL OBLIGATIONS LAW BUT EXCLUDING TO THE EXTENT PERMITTED BY LAW, ALL OTHER CHOICE OF LAW AND CONFLICTS OF LAW RULES). THIS BILL OF SALE AND ASSIGNMENT AND ASSUMPTION AGREEMENT HAS BEEN DELIVERED IN THE STATE OF NEW YORK. .

IN WITNESS WHEREOF, TILC and the Company have caused this instrument to be executed in its name, by a duly authorized officer on the 20th day of October, 2005.

TRINITY INDUSTRIES LEASING COMPANY

By: Eric Marchetto
Name: Eric Marchetto
Title: Senior Vice President

TRINITY RAIL LEASING TRUST II

By: Eric Marchetto
Name: Eric Marchetto
Title: Senior Vice President

ACKNOWLEDGMENT

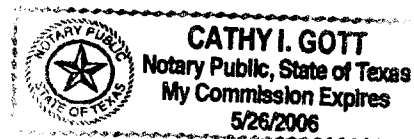
STATE OF Texas)
COUNTY OF Dallas)

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Eric Marchetto, who upon oath, acknowledged himself to be a Senior Vice President of TRINITY INDUSTRIES LEASING COMPANY, a corporation, and that s/he as such officer being authorized to do so, executed the foregoing Bill of Sale and Assignment and Assumption Agreement for the purposes therein contained by signing the name of the corporation by her/himself as such officer of Trinity Industries Leasing Company.

WITNESS my hand and official seal this 20th day of October, 2005.

Cathy I. Gott
Notary Public

MY COMMISSION EXPIRES: 5-26-2006



ACKNOWLEDGMENT

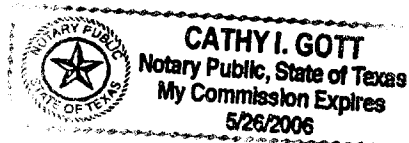
STATE OF Texas)
COUNTY OF Dallas)

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Eric Marchetto, who upon oath, acknowledged himself to be a Senior Vice President of TRINITY RAIL LEASING TRUST II, a Delaware business trust, and that s/he as such officer being authorized to do so, executed the foregoing Bill of Sale and Assignment and Assumption Agreement for the purposes therein contained by signing the name of the Delaware business trust by her/himself as a such officer Trinity Rail Leasing Trust II.

WITNESS my hand and official seal this 20th day of October, 2005.

Cathy I. Gott
Notary Public

MY COMMISSION EXPIRES: 5-26-2006



**TRINITY RAIL LEASING II
WAREHOUSE 25th FUNDING PORTFOLIO**

Exhibit A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
1	TILX005829	2120	8/29/2005	Freight
2	TILX005830	2120	8/29/2005	Freight
3	TILX005831	2120	8/29/2005	Freight
4	TILX005832	2120	8/29/2005	Freight
5	TILX005833	2120	8/29/2005	Freight
6	TILX005834	2120	8/29/2005	Freight
7	TILX005835	2120	8/29/2005	Freight
8	TILX005836	2120	8/29/2005	Freight
9	TILX005837	2120	8/29/2005	Freight
10	TILX005838	2120	8/29/2005	Freight
11	TILX005839	2120	8/29/2005	Freight
12	TILX005840	2120	8/29/2005	Freight
13	TILX005841	2120	8/29/2005	Freight
14	TILX005842	2120	8/29/2005	Freight
15	TILX005843	2120	8/29/2005	Freight
16	TILX191878	42573	6/13/2005	Tank
17	TILX191879	42573	5/25/2005	Tank
18	TILX191880	42573	6/13/2005	Tank
19	TILX191881	42573	6/13/2005	Tank
20	TILX191882	42573	6/13/2005	Tank
21	TILX191883	42573	6/13/2005	Tank
22	TILX191884	42573	6/13/2005	Tank
23	TILX191885	42573	5/25/2005	Tank
24	TILX191886	42573	5/25/2005	Tank
25	TILX191887	42573	6/13/2005	Tank
26	TILX191888	42573	5/25/2005	Tank
27	TILX191889	42573	5/25/2005	Tank
28	TILX191890	42573	6/13/2005	Tank
29	TILX191891	42573	6/13/2005	Tank
30	TILX191892	42573	6/13/2005	Tank
31	TILX191893	42573	6/13/2005	Tank
32	TILX191894	42573	6/13/2005	Tank
33	TILX191895	42573	6/13/2005	Tank
34	TILX191896	42573	6/13/2005	Tank
35	TILX191897	42573	6/13/2005	Tank
36	TILX191898	42573	6/22/2005	Tank
37	TILX191899	42573	6/22/2005	Tank
38	TILX191900	42573	6/13/2005	Tank
39	TILX191901	42573	6/22/2005	Tank
40	TILX191902	42573	6/22/2005	Tank
41	TILX191903	42573	6/13/2005	Tank
42	TILX191904	42573	6/22/2005	Tank
43	TILX191905	42573	6/13/2005	Tank
44	TILX191906	42573	6/13/2005	Tank
45	TILX191907	42573	6/13/2005	Tank
46	TILX191908	42573	6/17/2005	Tank
47	TILX191909	42573	6/13/2005	Tank
48	TILX191910	42573	6/13/2005	Tank
49	TILX191911	42573	6/13/2005	Tank
50	TILX191912	42573	6/13/2005	Tank
51	TILX191913	42573	6/13/2005	Tank

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WAREHOUSE 25th FUNDING PORTFOLIO**

Exhibit A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
52	TILX191914	42573	6/22/2005	Tank
53	TILX191915	42573	6/17/2005	Tank
54	TILX191916	42573	6/22/2005	Tank
55	TILX191917	42573	6/22/2005	Tank
56	TILX191918	42573	6/22/2005	Tank
57	TILX191919	42573	6/13/2005	Tank
58	TILX191920	42573	6/22/2005	Tank
59	TILX191921	42573	6/13/2005	Tank
60	TILX191922	42573	6/13/2005	Tank
61	TILX191923	42573	6/13/2005	Tank
62	TILX191924	42573	6/13/2005	Tank
63	TILX191925	42573	6/17/2005	Tank
64	TILX191926	42573	6/17/2005	Tank
65	TILX191927	42573	6/17/2005	Tank
66	TILX191928	42573	6/13/2005	Tank
67	TILX191929	42573	6/17/2005	Tank
68	TILX191930	42573	6/17/2005	Tank
69	TILX191931	42573	6/17/2005	Tank
70	TILX191932	42573	6/17/2005	Tank
71	TILX191933	42573	6/17/2005	Tank
72	TILX191934	42573	6/17/2005	Tank
73	TILX191935	42573	6/17/2005	Tank
74	TILX191936	42573	6/17/2005	Tank
75	TILX191937	42573	6/17/2005	Tank
76	TILX191938	42573	6/13/2005	Tank
77	TILX191939	42573	6/13/2005	Tank
78	TILX191940	42573	6/22/2005	Tank
79	TILX191941	42573	6/22/2005	Tank
80	TILX191942	42573	6/17/2005	Tank
81	TILX191943	42573	6/17/2005	Tank
82	TILX191944	42573	6/22/2005	Tank
83	TILX191945	42573	6/17/2005	Tank
84	TILX191946	42573	6/22/2005	Tank
85	TILX191947	42573	6/17/2005	Tank
86	TILX191948	42573	6/17/2005	Tank
87	TILX191949	42573	6/17/2005	Tank
88	TILX191950	42573	6/17/2005	Tank
89	TILX191951	42573	6/22/2005	Tank
90	TILX191952	42573	6/22/2005	Tank
91	TILX191953	42573	6/22/2005	Tank
92	TILX191954	42573	6/22/2005	Tank
93	TILX191955	42573	6/17/2005	Tank
94	TILX191956	42573	6/29/2005	Tank
95	TILX191957	42573	6/22/2005	Tank
96	TILX191958	42573	6/29/2005	Tank
97	TILX191959	42573	6/22/2005	Tank
98	TILX191960	42573	6/22/2005	Tank
99	TILX191961	42573	7/11/2005	Tank
100	TILX191962	42573	6/22/2005	Tank
101	TILX191963	42573	6/22/2005	Tank
102	TILX191964	42573	6/29/2005	Tank

**TRINITY RAIL LEASING II
WAREHOUSE 25th FUNDING PORTFOLIO**

Exhibit A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
103	TILX191965	42573	7/20/2005	Tank
104	TILX191966	42573	7/20/2005	Tank
105	TILX191967	42573	7/11/2005	Tank
106	TILX191968	42573	7/11/2005	Tank
107	TILX191969	42573	7/20/2005	Tank
108	TILX191970	42573	6/27/2005	Tank
109	TILX191971	42573	7/11/2005	Tank
110	TILX191972	42573	6/27/2005	Tank
111	TILX191973	42573	6/27/2005	Tank
112	TILX191974	42573	6/29/2005	Tank
113	TILX191975	42573	7/11/2005	Tank
114	TILX191976	42573	6/27/2005	Tank
115	TILX191977	42573	6/29/2005	Tank
116	TILX192078	42573	6/29/2005	Tank
117	TILX192079	42573	6/29/2005	Tank
118	TILX192080	42573	7/20/2005	Tank
119	TILX192081	42573	6/29/2005	Tank
120	TILX192082	42573	6/29/2005	Tank
121	TILX192083	42573	6/29/2005	Tank
122	TILX192084	42573	6/29/2005	Tank
123	TILX192085	42573	7/22/2005	Tank
124	TILX192086	42573	6/29/2005	Tank
125	TILX192087	42573	7/11/2005	Tank
126	TILX192088	42573	6/29/2005	Tank
127	TILX192089	42573	7/11/2005	Tank
128	TILX192090	42573	6/29/2005	Tank
129	TILX192091	42573	7/22/2005	Tank
130	TILX192092	42573	7/22/2005	Tank
131	TILX192093	42573	7/11/2005	Tank
132	TILX192094	42573	7/11/2005	Tank
133	TILX192095	42573	7/22/2005	Tank
134	TILX192096	42573	7/11/2005	Tank
135	TILX192097	42573	7/11/2005	Tank
136	TILX192098	42573	7/11/2005	Tank
137	TILX192099	42573	7/20/2005	Tank
138	TILX192100	42573	7/19/2005	Tank
139	TILX192101	42573	7/11/2005	Tank
140	TILX192102	42573	7/19/2005	Tank
141	TILX192103	42573	7/22/2005	Tank
142	TILX192104	42573	7/20/2005	Tank
143	TILX192105	42573	7/20/2005	Tank
144	TILX192106	42573	7/22/2005	Tank
145	TILX192107	42573	7/20/2005	Tank
146	TILX192108	42573	7/22/2005	Tank
147	TILX192109	42573	7/28/2005	Tank
148	TILX192110	42573	7/11/2005	Tank
149	TILX192111	42573	7/20/2005	Tank
150	TILX192112	42573	7/11/2005	Tank
151	TILX192113	42573	7/20/2005	Tank
152	TILX192114	42573	7/11/2005	Tank
153	TILX192115	42573	7/20/2005	Tank

**TRINITY RAIL LEASING II
WAREHOUSE 25th FUNDING PORTFOLIO**

Exhibit A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
154	TILX192116	42573	7/20/2005	Tank
155	TILX192117	42573	7/11/2005	Tank
156	TILX192118	42573	7/11/2005	Tank
157	TILX192119	42573	7/11/2005	Tank
158	TILX192120	42573	7/22/2005	Tank
159	TILX192121	42573	7/11/2005	Tank
160	TILX192122	42573	7/20/2005	Tank
161	TILX192123	42573	7/20/2005	Tank
162	TILX192124	42573	7/20/2005	Tank
163	TILX192125	42573	7/20/2005	Tank
164	TILX192126	42573	7/20/2005	Tank
165	TILX192127	42573	7/15/2005	Tank
166	TILX192128	42573	7/20/2005	Tank
167	TILX192129	42573	7/22/2005	Tank
168	TILX192130	42573	7/22/2005	Tank
169	TILX192131	42573	7/22/2005	Tank
170	TILX192132	42573	7/22/2005	Tank
171	TILX192133	42573	7/22/2005	Tank
172	TILX192134	42573	7/22/2005	Tank
173	TILX192135	42573	7/22/2005	Tank
174	TILX192136	42573	7/22/2005	Tank
175	TILX192137	42573	7/20/2005	Tank
176	TILX192138	42573	7/22/2005	Tank
177	TILX192139	42573	7/20/2005	Tank
178	TILX192140	42573	7/22/2005	Tank
179	TILX192141	42573	7/22/2005	Tank
180	TILX192142	42573	7/22/2005	Tank
181	TILX192143	42573	7/22/2005	Tank
182	TILX192144	42573	7/28/2005	Tank
183	TILX192145	42573	7/22/2005	Tank
184	TILX192146	42573	7/22/2005	Tank
185	TILX192147	42573	7/28/2005	Tank
186	TILX192148	42573	7/22/2005	Tank
187	TILX192149	42573	7/22/2005	Tank
188	TILX192150	42573	7/15/2005	Tank
189	TILX192151	42573	7/15/2005	Tank
190	TILX192152	42573	7/28/2005	Tank
191	TILX192153	42573	7/28/2005	Tank
192	TILX192154	42573	7/28/2005	Tank
193	TILX192155	42573	7/28/2005	Tank
194	TILX192156	42573	7/28/2005	Tank
195	TILX192157	42573	7/29/2005	Tank
196	TILX192158	42573	7/28/2005	Tank
197	TILX192159	42573	7/28/2005	Tank
198	TILX192160	42573	7/28/2005	Tank
199	TILX192161	42573	7/28/2005	Tank
200	TILX192162	42573	7/28/2005	Tank
201	TILX192163	42573	7/22/2005	Tank
202	TILX192164	42573	7/22/2005	Tank
203	TILX192165	42573	7/28/2005	Tank
204	TILX192166	42573	7/28/2005	Tank

**TRINITY RAIL LEASING II
WAREHOUSE 25th FUNDING PORTFOLIO**

Exhibit A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
205	TILX192167	42573	7/28/2005	Tank
206	TILX192168	42573	7/28/2005	Tank
207	TILX192169	42573	7/28/2005	Tank
208	TILX192170	42573	7/28/2005	Tank
209	TILX192171	42573	7/28/2005	Tank
210	TILX192172	42573	7/28/2005	Tank
211	TILX192173	42573	7/29/2005	Tank
212	TILX192174	42573	7/28/2005	Tank
213	TILX192175	42573	7/28/2005	Tank
214	TILX192176	42573	7/28/2005	Tank
215	TILX192177	42573	7/28/2005	Tank
216	TILX192333	5166	7/14/2005	Tank
217	TILX192334	5166	7/14/2005	Tank
218	TILX192335	5166	7/19/2005	Tank
219	TILX192336	5166	7/22/2005	Tank
220	TILX192337	5166	7/12/2005	Tank
221	TILX192338	5166	7/19/2005	Tank
222	TILX192339	5166	7/14/2005	Tank
223	TILX192340	5166	7/14/2005	Tank
224	TILX192341	5166	7/22/2005	Tank
225	TILX192342	5166	7/14/2005	Tank
226	TILX192343	5166	7/14/2005	Tank
227	TILX192344	5166	7/14/2005	Tank
228	TILX192345	5166	7/14/2005	Tank
229	TILX192346	5166	7/22/2005	Tank
230	TILX192347	5166	7/12/2005	Tank
231	TILX192348	5166	7/14/2005	Tank
232	TILX192349	5166	7/12/2005	Tank
233	TILX192350	5166	7/12/2005	Tank
234	TILX192351	5166	7/12/2005	Tank
235	TILX192352	5166	7/12/2005	Tank
236	TILX200311	1715	7/6/2005	Tank
237	TILX200312	1715	7/21/2005	Tank
238	TILX200313	1715	7/15/2005	Tank
239	TILX200314	1715	7/6/2005	Tank
240	TILX200315	1715	7/11/2005	Tank
241	TILX200316	1715	7/11/2005	Tank
242	TILX200317	1715	7/6/2005	Tank
243	TILX200318	1715	8/12/2005	Tank
244	TILX200319	1715	7/15/2005	Tank
245	TILX200320	1715	7/6/2005	Tank
246	TILX200321	1715	7/21/2005	Tank
247	TILX200322	1715	8/11/2005	Tank
248	TILX200323	1715	7/15/2005	Tank
249	TILX200324	1715	7/11/2005	Tank
250	TILX200325	1715	7/11/2005	Tank
251	TILX200326	1715	7/15/2005	Tank
252	TILX200327	1715	8/3/2005	Tank
253	TILX200328	1715	7/21/2005	Tank
254	TILX200329	1715	7/28/2005	Tank
255	TILX200330	1715	7/28/2005	Tank

**TRINITY RAIL LEASING II
WAREHOUSE 25th FUNDING PORTFOLIO**

Exhibit A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
256	TILX200331	1715	8/4/2005	Tank
257	TILX200332	1715	7/15/2005	Tank
258	TILX200333	1715	7/29/2005	Tank
259	TILX200334	1715	7/22/2005	Tank
260	TILX200335	1715	7/28/2005	Tank
261	TILX200336	1715	8/4/2005	Tank
262	TILX200337	1715	7/29/2005	Tank
263	TILX200338	1715	8/12/2005	Tank
264	TILX200339	1715	8/12/2005	Tank
265	TILX200340	1715	7/29/2005	Tank
266	TILX200341	1715	8/12/2005	Tank
267	TILX200342	1715	8/11/2005	Tank
268	TILX200343	1715	8/3/2005	Tank
269	TILX200344	1715	8/11/2005	Tank
270	TILX200345	1715	8/11/2005	Tank
271	TILX400818	50370	7/13/2005	Tank
272	TILX400819	50370	6/30/2005	Tank
273	TILX400820	50370	7/11/2005	Tank
274	TILX400821	50370	6/30/2005	Tank
275	TILX400822	50370	6/30/2005	Tank
276	TILX400823	50370	7/11/2005	Tank
277	TILX636299	2791	4/30/2005	Freight
278	TILX636300	2791	4/30/2005	Freight
279	TILX636301	2791	4/30/2005	Freight
280	TILX636302	2791	4/30/2005	Freight
281	TILX636303	2791	4/30/2005	Freight
282	TILX636304	2791	4/30/2005	Freight
283	TILX636305	2791	4/30/2005	Freight
284	TILX636306	2791	4/30/2005	Freight
285	TILX636307	53322	5/31/2005	Freight
286	TILX636308	2791	5/31/2005	Freight
287	TILX636309	53322	5/31/2005	Freight
288	TILX636310	53322	5/31/2005	Freight
289	TILX636311	53322	5/31/2005	Freight
290	TILX636312	53322	5/31/2005	Freight
291	TILX636313	2791	5/31/2005	Freight
292	TILX636314	53322	5/31/2005	Freight
293	TILX636315	2791	5/31/2005	Freight
294	TILX636316	2791	5/31/2005	Freight
295	TILX636317	2791	5/31/2005	Freight
296	TILX636318	53322	5/31/2005	Freight
297	TILX636319	53322	5/31/2005	Freight
298	TILX636320	53322	5/31/2005	Freight
299	TILX636321	53322	5/31/2005	Freight
300	TILX636322	2791	5/31/2005	Freight
301	TILX636323	53322	5/31/2005	Freight
302	TILX636324	2791	5/31/2005	Freight
303	TILX636325	53322	5/31/2005	Freight
304	TILX636326	2791	5/31/2005	Freight
305	TILX636327	2791	5/31/2005	Freight
306	TILX636328	53322	5/31/2005	Freight

**TRINITY RAIL LEASING II
WAREHOUSE 25th FUNDING PORTFOLIO**

Exhibit A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
307	TILX636329	2791	5/31/2005	Freight
308	TILX636330	2791	5/31/2005	Freight
309	TILX636331	2791	5/31/2005	Freight
310	TILX636332	2791	5/31/2005	Freight
311	TILX636333	2791	5/31/2005	Freight
312	TILX636334	2791	5/31/2005	Freight
313	TILX636335	2791	5/31/2005	Freight
314	TILX636336	53322	5/31/2005	Freight
315	TILX636337	53322	5/31/2005	Freight
316	TILX636338	2791	5/31/2005	Freight
317	TILX636339	53322	5/31/2005	Freight
318	TILX636340	53322	5/31/2005	Freight
319	TILX636341	53322	5/31/2005	Freight
320	TILX636342	53322	5/31/2005	Freight
321	TILX636343	53322	5/31/2005	Freight
322	TILX636344	53322	5/31/2005	Freight
323	TILX636345	53322	5/31/2005	Freight
324	TILX636346	53322	5/31/2005	Freight
325	TILX636347	2791	5/31/2005	Freight
326	TILX636348	2791	5/31/2005	Freight
327	TILX636349	53322	5/31/2005	Freight
328	TILX636350	53322	5/31/2005	Freight
329	TILX636351	2791	5/31/2005	Freight
330	TILX636352	2791	5/31/2005	Freight
331	TILX636353	2791	5/31/2005	Freight
332	TILX636354	2791	5/31/2005	Freight
333	TILX636355	2791	5/31/2005	Freight
334	TILX636356	2791	5/31/2005	Freight
335	TILX636357	2791	5/31/2005	Freight

**TRINITY RAIL LEASING II
WAREHOUSE 25th FUNDING PORTFOLIO**

Exhibit B

<u>Lessee Number</u>	<u>Lessee</u>	<u>Rider Number</u>
1715	SOLVAY CHEMICALS INC	1
2120	AZTECA MILLING LP	11
2791	BROIN ENTERPRISES INC	10
5166	EQUISTAR CHEMICALS, LP	3
42573	MUSKET CORP	4
42573	MUSKET CORP	5
50370	ESQUIRE GAS PRODUCTS CO	1
53322	MIDWEST GRAIN PROCESSORS LLC	2